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UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

INTUS CARE, INC.,

Plaintiff,

vs.

RTZ ASSOCIATES, INC.; and DOES 1
through 10,

Defendants,

Case No: 4:24-cv-01132-JST

Assigned to: Hon. Jon S. Tigar

**DECLARATION OF MICHAEL
ZAWADSKI IN SUPPORT OF RTZ
ASSOCIATES, INC.'S OPPOSITION TO
PLAINTIFF'S MOTION FOR PARTIAL
SUMMARY JUDGMENT**

Date: June 26, 2025

Time: 2:00 p.m.

Place: Courtroom 6

Complaint Filed: February 23, 2024

Amended Complaint Filed: April 2, 2024

Counterclaims Filed: June 20, 2024

DECLARATION OF MICHAEL ZAWADSKI

I, Michael Zawadski, declare as follows:

1. I make this declaration in support of RTZ Associates, Inc.’s (“RTZ”) Opposition to Plaintiff IntusCare, Inc.’s (“Intus”) Motion for Partial Summary Judgment. I have personal knowledge of the facts set forth in this declaration and if called as a witness, I could and would completely testify to those facts.

2. I was the CEO of RTZ Associates, Inc. from approximately 2013 until October of 2024, when Assured Healthcare Partners LLC combined the assets of RTZ and Tabula Rasa Healthcare, Inc. (“TRHC”). I then became the CEO of the combined entity, now known as Collabrios Health, Inc. (“Collabrios”), a position which I continue to hold until today.

3. RTZ has developed and exclusively owns the PACECare software system. PACECare is a cloud-based administrative software solution that is licensed to Program of All-inclusive Care for the Elderly (“PACE”) facilities throughout the United States. PACE facilities provide focused care to elderly patients, and use PACECare as an administrative tool to maintain and organize operations, manage finances, and track key PACE participant data that is input into and managed by the software solution (“PACE data”). The PACE facilities use PACECare pursuant to the terms of a PACECare Agreement. PACECare is a proprietary and confidential system. Access to PACECare is restricted only to specific authorized users approved by RTZ. Each authorized user is issued unique login credentials. Only users with such authorized credentials are permitted access to the system. RTZ’s clients are prohibited from granting any third parties (such as Intus) access to PACECare without RTZ’s consent pursuant to RTZ’s PACECare Agreements.

4. As reflected in Exhibit 4 to the Declaration of Charles E. Weir in Support of IntusCare Inc.’s Motion for Partial Summary Judgment (“Weir Decl.”), on September 1, 2022, RTZ forwarded a copy of a Nondisclosure Agreement (“NDA”) to Intus for review and execution. The NDA transmitted to Intus was RTZ’s standard nondisclosure agreement; an agreement that has been executed by a number of third-party companies seeking access to PACECare, including TRHC.

1 5. Rather than executing RTZ’s standard NDA, Intus proposed an entirely different
2 NDA with terms and conditions that were problematic for RTZ. Plaintiff’s proposed NDA
3 contained terms that RTZ simply found to be unacceptable, including terms that: (i) allowed
4 Plaintiff continuing access to PACECare even if the NDA was terminated; and (ii) required RTZ
5 to make coding changes to its PACECare software. RTZ and Intus continued to try and
6 negotiate an acceptable NDA without success.

7 6. Ultimately, Intus refused to meaningfully negotiate the NDA, and instead pivoted
8 and sought to negotiate an acquisition of RTZ. When those negotiations failed, Intus abandoned
9 any and all NDA discussions with RTZ. Intus was therefore never permitted to access
10 PACECare. Many months later, Intus filed this lawsuit.

11 7. Community PACE was a common client of RTZ and Intus. From January to
12 March, 2024, Community PACE exchanged multiple email correspondences with RTZ regarding
13 Intus’s apparent access to Community PACE’s PACECare system. A true and correct copy of
14 these email exchanges and the Data Integration Addendum attachment are collectively attached
15 hereto as **Exhibit 7**.

16 8. The above-described email exchanges alerted me to two significant issues. First,
17 Intus was seeking access to Community PACE’s PACECare system via an NDA executed
18 between RTZ and Tabula Rasa Healthcare (“TRHC”), a former competitor of RTZ’s in the
19 PACE industry. RTZ granted TRHC access to PACECare after it executed RTZ’s standard
20 NDA. [REDACTED]

21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED]
26 [REDACTED]
27 9. Both of those issues caused me concerns. Contrary to Intus’s representations to
28 Community PACE, Intus is not and has not ever been within the corporate umbrella of TRHC – a

fact known to me given my capacity as CEO of Collabrios and deep knowledge of the PACE industry. Therefore, any statement that Intus was under the corporate umbrella of TRHC is patently incorrect.

10. Next, Intus's Motion asserts that it deployed automated scripts to extract "necessary data [from PACECare], with RTZ's knowledge." (Motion, at 4:8-10, citing to the Declaration of Robbie Felton in Support of Intus's Motion ("Felton Decl."), at ¶13.) This is incorrect. I was never informed about Intus's use of an automated script when RTZ received the Data Integration Addendum attached to Community PACE's March 11, 2024, email attached as Exhibit 7. [REDACTED]

(See Exhibit 7).

11. RTZ never consented to or knew about Intus's use of automated scripts (i.e., bots) to access and extract data from PACECare between June 2021 to September 2022. RTZ never authorized Intus – or any third-party – to develop, deploy or use bots or automated scripts to scrape its system for data. In fact, RTZ does not permit any third-parties to run automated scripts in PACECare. Moreover, RTZ did not and would not knowingly consent to any use of automated scripts in PACECare by Intus or others. RTZ has never issued to Intus any PACECare login credentials or consented to its use of PACE facility clients' login credentials to access PACECare. [REDACTED]

[REDACTED] (A copy of the PACECare Agreement is attached to the Weir Declaration, at ¶5, Ex. 7, at §7.1.) No such approval was provided to Intus by RTZ.

12. Rather, RTZ has consistently required that any third-party seeking access to PACECare execute its NDA. RTZ has not treated Intus any differently than any other third-party seeking access to PACECare.

1 13. Moreover, Intus has always had – and continues to have – access to the data it
2 seeks without any need to access PACECare. Specifically, it can obtain the data directly from its
3 own Intus Clients. [REDACTED]

4 [REDACTED]
5 (See PACECare Agreement attached to the Weir Decl., at ¶5, Ex. 7, at §7.2.)

6 14. RTZ’s PACE clients can extract whatever data they entered into PACECare and
7 provide it to a third-party, including Intus, through a PACECare feature known as the Custom
8 Export Report. A true and correct copy of the Custom Export Report is attached hereto as

9 **Exhibit 8.** [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]

14 Contrary to Intus’s assertions, this process is not an administrative burden and in fact is easily
15 achieved. [REDACTED]
16 [REDACTED]

17 [REDACTED]. RTZ provides training guides for PACECare users on
18 this feature, as well as technical support for questions that arise.

19 15. RTZ never has and never would stand in the way of an Intus Client accessing its
20 own data on PACECare (which it owns) or providing that data to Intus (or any other third-party)
21 as a data export.

22 16. [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED]
26 [REDACTED]

27 ///

28 ///

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct.

3 Executed this 2nd day of May 2025, at San Francisco, California.


4
5
6 
MICHAEL ZAWADSKI

EXHIBIT “7”

FILED UNDER SEAL

EXHIBIT “8”

FILED UNDER SEAL